

Notice of Grant of Remuneration to Directors under the Stock Option Plan

FUJIFILM Holdings Corporation (the “Company”) announced today that its Board of Directors has determined to propose the “grant of remuneration to Directors under the stock option plan” as an agenda item at the 111th Ordinary General Meeting of Shareholders scheduled to be held on June 28, 2007.

Particulars

1. Purpose and details of the Stock Option Plan

(1) Purpose of the Stock Option Plan

From the viewpoint of reviewing the overall remuneration system, it is expected that the plan will lead Directors of the Company (other than its outside Directors) to share the stockholders’ interest in the fluctuation of the stock price of shares of the Company. This will further enhance their motivation and morale to contribute towards increasing the corporate value of the Company.

(2) Details of the Stock Option Plan

① Stock acquisition rights will be allotted to Directors as stock options, as described in a), b) and c) below:

a) Stock options to be granted as an incentive for the enhancement of the corporate value of the Company based on the fact that the Company has achieved considerably better consolidated operating income for the fiscal year commencing on April 1, 2006 than the Company’s targeted income for the same period, and that it has established the basis of increasing future profitability by completing drastic structural reforms and implementing growth strategies. The amount to be paid for each share to be delivered upon the exercise of stock acquisition rights (the “Exercise Price”) shall be 1 (one)Yen.

b) Stock options to be granted as an incentive for the enhancement of the corporate value of the Company and the achievement of targeted business results in terms of, among other things, consolidated operating income for each of the fiscal year beginning with and including the fiscal year commencing on April 1, 2007. The Exercise Price shall be 1 (one) Yen. However, the stock acquisition rights contemplated herein may not be exercised if the targeted business result for the relevant fiscal year, which shall be set as a condition precedent to the exercise of the

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stock acquisition rights at the time of their allotment, has not been achieved at the time of the exercise.

c) Stock options to be granted as an incentive for the enhancement of the corporate value of the Company. The Exercise Price of such stock acquisition rights shall be determined based on the market price of the shares of the Company at the time of the allotment thereof.

② The remuneration relating to the stock acquisition rights granted as stock options under a), b) and c) above shall not exceed:

- a) 500,000,000 (five hundred million)Yen;
- b) 700,000,000 (seven hundred million)Yen per fiscal year; and
- c) 200,000,000 (two hundred million)Yen per fiscal year.

Furthermore, this stock option plan shall not apply to outside Directors.

2. Details of stock acquisition rights

(1) Stock acquisition rights to be granted under 1.(2)①a) above

① Maximum number of stock acquisition rights:

Up to 1,000.

② Class and number of shares to be issued upon exercise of stock acquisition rights:

Up to 100,000 shares of common stock.

The number of shares to be issued upon the exercise of each stock acquisition right (the “Allotted Number of Shares”) shall be 100 shares.

In the event that the Company conducts a stock split (which term shall be construed to include at all times hereafter any *gratis* allotment of the Company’s shares of common stock), stock consolidation or similar action, the Company shall adjust the Allotted Number of Shares and the total number of stock acquisition rights stated in 2.(1)① above as it considers necessary and appropriate.

③ Amount of assets to be contributed upon exercise of stock acquisition rights:

The amount of assets to be contributed upon the exercise of each stock acquisition right shall be the amount obtained by multiplying the Exercise Price, which is 1 (one) Yen, by the Allotted Number of Shares.

④ Period for exercising stock acquisition rights:

The period shall commence on the date following the date on which the stock acquisition rights were allotted (the “Allotment Date”) and end on any date within eleven years therefrom, as such end date shall be prescribed by the

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Board of Directors at the meeting at which the offering terms of the stock acquisition rights are determined.

⑤ Conditions for exercising stock acquisition rights:

Any holder of stock acquisition rights may in principle exercise such stock acquisition rights for a period commencing on the date falling three full years after the date immediately following the Allotment Date. Other terms for the exercise of stock acquisition rights shall be decided at the meeting of the Board of Directors to determine the offering terms of stock acquisition rights.

⑥ Restriction on transfer of stock acquisition rights

Any transfer of stock acquisition rights shall be subject to the approval of the Board of Directors by resolution.

(2) Stock acquisition rights to be granted under 1.(2)①b) above

① Maximum number of stock acquisition rights:

A maximum of 1,500 stock acquisition rights may be issued within one year from the date of the ordinary general meeting of shareholders held with respect to each fiscal year.

② Class and number of shares to be issued upon exercise of stock acquisition rights:

A maximum of 150,000 shares of common stock may be issued upon the exercise of the stock acquisition rights that are issued within one year from the date of the ordinary general meeting of shareholders held with respect to each fiscal year.

The Allotted Number of Shares shall be 100.

In the event that the Company conducts a stock split, stock consolidation or similar action, the Company shall adjust the Allotted Number of Shares and the total number of the stock acquisition rights stated in 2.(2)① above as it considers necessary and appropriate.

③ Amount of assets to be contributed upon exercise of stock acquisition rights:

The amount of assets to be contributed upon the exercise of each stock acquisition right shall be the amount obtained by multiplying the Exercise Price, which is 1 (one) Yen, by the Allotted Number of Shares.

④ Period for exercising stock acquisition rights:

The period shall commence on the date following the Allotment Date and end on a date within eleven years therefrom, as such end date shall be prescribed by the Board of Directors at the meeting at which the offering terms of stock acquisition rights are determined.

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- ⑤ Conditions for exercising stock acquisition rights:
Any holder of the stock acquisition rights may in principle exercise such stock acquisition rights for a period commencing on the date falling three full years from the date immediately following the Allotment Date; provided, however, that in the event that the targeted business results in terms of, among other things, consolidated operating income for the relevant fiscal year, which shall be set as a condition precedent to the exercise of the stock acquisition rights at the time of their allotment, has not been achieved at the time of the exercise, the stock acquisition rights shall not be exercised. Other terms for the exercise of stock acquisition rights shall be decided at the meeting of the Board of Directors to determine the offering terms of stock acquisition rights.
 - ⑥ Restriction on transfer of stock acquisition rights
Any transfer of stock acquisition rights shall be subject to the approval of the Board of Directors by resolution.
- (3) Stock acquisition rights to be granted under 1.(2)①c) above
- ① Maximum number of stock acquisition rights:
A maximum of 1,500 stock acquisition rights may be issued within one year from the date of the ordinary general meeting of shareholders held with respect to each fiscal year.
 - ② Class and number of shares to be issued upon exercise of stock acquisition rights:
A maximum of 150,000 shares of common stock may be issued upon the exercise of the stock acquisition rights that are issued within one year from the date of the ordinary general meeting of shareholders held with respect to each fiscal year.
The Allotted Number of Shares shall be 100.
In the event that the Company conducts a stock split, stock consolidation or similar action, the Company shall adjust the Allotted Number of Shares and the total number of the stock acquisition rights stated in 2.(3)① above as it considers necessary and appropriate.
 - ③ Amount of assets to be contributed upon exercise of stock acquisition rights:
The amount of assets to be contributed upon the exercise of each stock acquisition right shall be an amount obtained by multiplying the Exercise Price by the Allotted Number of Shares. The Exercise Price shall be the higher of (i) the average (rounded up to the nearest yen) of the closing prices of shares of common stock of the Company in regular trading on the Tokyo Stock Exchange (the “Closing Price”) on each trading day (excluding the day

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on which no Closing Price is reported) of the month preceding the month in which the Allotment Date falls, and (ii) the Closing Price as of the Allotment Date (in the event that no Closing Price is reported on that day, the Closing Price on the trading day immediately prior thereto).

In the event that the Company conducts a stock split, stock consolidation or similar action after the Allotment Date, the Company shall adjust the Exercise Price as it considers necessary and appropriate.

- ④ Period for exercising stock acquisition rights:
The period shall commence on the date falling two full years from the day following the day on which the Board of Directors determines the offering terms of the stock acquisition rights, and end on any date within eight years thereafter, as determined by the Board of Directors.
- ⑤ Conditions for exercising stock acquisition rights:
Other terms for the exercise of stock acquisition rights shall be decided at the meeting of the Board of Directors to determine the offering terms of stock acquisition rights.
- ⑥ Restriction on transfer of stock acquisition rights
Any transfer of stock acquisition rights shall be subject to the approval of the Board of Directors by resolution.

【Reference】

In addition to the introduction of stock option plans for Directors of the Company (other than outside Directors) under this proposal, the Company intends to issue stock acquisition rights as stock options as described in 1.(2)①b) and 1.(2)①c) above upon resolution of the Board of Directors of the Company within one year from the 111th Ordinary General Meeting of shareholders, to (i) executive officers of the Company who are not Directors thereof, (ii) important employees of the Company in charge of the heads of important organizations, and (iii) directors, executive officers, fellows (highly valued technologists treated as equivalent to executive officers) and important employees in charge of the heads of important organizations of FUJIFILM Corporation, a wholly-owned subsidiary of the Company (however, important employees referred to in this item (iii) shall only be allotted stock acquisition rights to be issued under 1.(2)①c)). A maximum number of these stock acquisition rights planned to be issued under each of 1.(2)①b) and 1.(2)①c) is as follows:

The stock acquisition rights under 1.(2)①b): 1,000 stock acquisition rights

The stock acquisition rights under 1.(2)①c): 1,500 stock acquisition rights

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